

## B1 (Official Form 1) (4/10)

<b>United States Bankruptcy Court Southern District of New York</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Last Mile Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>DBA Sting Communications</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>25-1843103</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): <b>120 South 16th Street Lebanon, PA 17042-5300</b>		Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE <b>17042-5300</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>Lebanon</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): <b>110+ locations in New York, New Jersey, Ohio and Pennsylvania</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input checked="" type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Debts</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Last Mile Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>		Case Number:	
Location Where Filed:		Date Filed:	
Case Number:		Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>- None -</b>		Case Number:	
District:		Date Filed:	
Relationship:		Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Last Mile Inc.</b>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____          Signature of Debtor</p> <p><b>X</b> _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (If not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><b>X</b> _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X /s/ Kenneth A. Rosen (KR)</b> _____          Signature of Attorney for Debtor(s)  <b>Kenneth A. Rosen (KR 4963)</b>  <b>Jeffrey A. Kramer (JK 8278)</b>          Printed Name of Attorney for Debtor(s)  <b>Lowenstein Sandler PC</b>          Firm Name  <b>1251 Avenue of the Americas, 18th Floor</b>  <b>New York, NY 10020</b>          Address  <b>(212)262-6700 Fax:(212)262-7402</b>          Telephone Number  <b>October 12, 2011</b>          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p><b>X</b> _____          _____          Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.          The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X /s/ Darol Lain</b> _____          Signature of Authorized Individual  <b>Darol Lain</b>          Printed Name of Authorized Individual  <b>President</b>          Title of Authorized Individual  <b>October 12, 2011</b>          Date</p>	

**United States Bankruptcy Court  
Southern District of New York**

In re **Last Mile Inc.**

Debtor(s)

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>GLC (Global Leveraged Capital) 805 Third Avenue 20<sup>th</sup> Floor New York, NY 10022</b>	<b>GLC (Global Leveraged Capital) 805 Third Avenue 20<sup>th</sup> Floor New York, NY 10022</b>			<b>11,067,026.99 (Approx.)</b>
<b>First Telecom Services 3340 W Market St. Akron, OH 44333</b>	<b>First Telecom Services 3340 W Market St. Akron, OH 44333</b>			<b>453,758.84</b>
<b>Boal, Drs. Richard and Dannielle 802 Michigan Avenue Lemoyne, PA 17043</b>	<b>Boal, Drs. Richard and Dannielle 802 Michigan Avenue Lemoyne, PA 17043</b>			<b>336,438.43</b>
<b>Stevens &amp; Lee 485 Madison Avenue, 20th Floor New York, NY 10022</b>	<b>Stevens &amp; Lee 485 Madison Avenue, 20th Floor New York, NY 10022</b>			<b>322,127.25</b>
<b>Hanks, Dr. and Mrs. Gregory 779 Pine Tree Road Hummelstown, PA 17036</b>	<b>Hanks, Dr. and Mrs. Gregory 779 Pine Tree Road Hummelstown, PA 17036</b>			<b>267,238.50</b>
<b>Alcatel Lucent P.O. Box 911476 Dallas, TX 75391</b>	<b>Alcatel Lucent P.O. Box 911476 Dallas, TX 75391</b>			<b>234,611.64</b>
<b>Prenskey, Dr. Jay 101 North 24th Street Camp Hill, PA 17011</b>	<b>Prenskey, Dr. Jay 101 North 24th Street Camp Hill, PA 17011</b>			<b>171,419.16</b>
<b>Pheasant, Dr. Thomas and Linda 49 Hillcrest Road Wormleysburg, PA 17043</b>	<b>Pheasant, Dr. Thomas and Linda 49 Hillcrest Road Wormleysburg, PA 17043</b>			<b>171,419.16</b>
<b>DAPER II / Board of Trustees 2770 Sand Hill Road Menlo Park, CA 94025</b>	<b>DAPER II / Board of Trustees 2770 Sand Hill Road Menlo Park, CA 94025</b>			<b>170,000.00 (Approx.)</b>
<b>CenturyLink P.O. Box 1319 Charlotte, NC 28201</b>	<b>CenturyLink P.O. Box 1319 Charlotte, NC 28201</b>			<b>168,869.05</b>
<b>Zito Media PO Box 309 Coudersport, PA 16915</b>	<b>Zito Media PO Box 309 Coudersport, PA 16915</b>			<b>156,750.00</b>

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Velocity Communications Inc 2503 West 15th Street Suite 10 Erie, PA 16505</b>	<b>Velocity Communications Inc 2503 West 15th Street Suite 10 Erie, PA 16505</b>		<b>Subject to Setoff</b>	<b>138,750.00</b>
<b>Comcast Box 37601 Philadelphia, PA 19101</b>	<b>Comcast Box 37601 Philadelphia, PA 19101</b>			<b>134,400.00</b>
<b>Nguyen, Dr. and Mrs. Thatch (Moffitt) 1030 Fairdell Drive Hummelstown, PA 17036</b>	<b>Nguyen, Dr. and Mrs. Thatch (Moffitt) 1030 Fairdell Drive Hummelstown, PA 17036</b>			<b>114,279.44</b>
<b>Windstream P.O. Box 9001908 Louisville, KY 40290</b>	<b>Windstream P.O. Box 9001908 Louisville, KY 40290</b>			<b>108,453.44</b>
<b>Frensky, Jeane 5395 Oxford Chase Way Dunwood, GA 30338</b>	<b>Frensky, Jeane 5395 Oxford Chase Way Dunwood, GA 30338</b>			<b>108,126.07</b>
<b>Barsanti, Dr. Christopher 401 Kent Road Greenville, NC 27858</b>	<b>Barsanti, Dr. Christopher 401 Kent Road Greenville, NC 27858</b>			<b>57,139.72</b>
<b>Bokelman (Moffitt Heart) 1720 Sawyer Lane Mechanicsburg, PA 17050</b>	<b>Bokelman (Moffitt Heart) 1720 Sawyer Lane Mechanicsburg, PA 17050</b>			<b>57,139.72</b>
<b>Leite, Dr. Louis P 5600 Pine Hurst Way Mechanicsburg, PA 17050</b>	<b>Leite, Dr. Louis P 5600 Pine Hurst Way Mechanicsburg, PA 17050</b>			<b>57,139.72</b>
<b>Bailey, Dr. Robert (Moffitt Heart) 1842 Sandhill Road Hershey, PA 17033</b>	<b>Bailey, Dr. Robert (Moffitt Heart) 1842 Sandhill Road Hershey, PA 17033</b>			<b>57,139.72</b>
<b>Dailey, Dr. and Mrs. Stephen 2740 Allen Glen Drive Mechanicsburg, PA 17055</b>	<b>Dailey, Dr. and Mrs. Stephen 2740 Allen Glen Drive Mechanicsburg, PA 17055</b>			<b>57,139.72</b>
<b>Owens, Dr. and Mrs. Scott 4974 Farmington Road Harrisburg, PA 17112</b>	<b>Owens, Dr. and Mrs. Scott 4974 Farmington Road Harrisburg, PA 17112</b>			<b>57,139.72</b>
<b>Alfano, Linda S 115 Pelham Road Camp Hill, PA 17011</b>	<b>Alfano, Linda S 115 Pelham Road Camp Hill, PA 17011</b>			<b>57,139.72</b>
<b>Patt, Douglas C 5036 Hamilton Blvd Allentown, PA 18706</b>	<b>Patt, Douglas C 5036 Hamilton Blvd Allentown, PA 18706</b>			<b>57,139.72</b>

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date October 12, 2011

Signature /s/ Darol Lain  
**Darol Lain**  
**President**

*Penalty for making a false statement or concealing property:*

Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Southern District of New York**

In re **Last Mile Inc.**

Debtor(s)

Case No.  
Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Last Mile Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**First Communications**  
**3340 West Market Street**  
**Akron, OH 44333**

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☐ None [*Check if applicable*]

**October 12, 2011**

Date

**/s/ Kenneth A. Rosen (KR**

**Kenneth A. Rosen (KR 4963)**

Signature of Attorney or Litigant

Counsel for **Last Mile Inc.**

**Lowenstein Sandler PC**

**1251 Avenue of the Americas**

**New York, NY 10020**

**(212)262-6700 Fax:(212)262-7402**

## **RESOLUTIONS OF BOARD OF DIRECTORS OF LAST MILE, INC.**

The undersigned, being the Chairman of the Board of Directors (the "**Board**") of Last Mile Inc., a Pennsylvania corporation (the "**Company**"), does hereby certify that at a meeting of the Board held on October 12, 2011, the following Resolutions were proposed and adopted by a majority vote of all members of the Board:

**WHEREAS**, the Board has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, and the market for the Company's products;

**WHEREAS**, the Board has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of title 11 of the United States Code;

### **NOW, THEREFORE, IT IS:**

**RESOLVED** that, in the judgment of the Board, it is desirable and in the best interests of the Company, and its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of chapter 11 of title 11 of the United States Code;

**RESOLVED FURTHER** that Darol Lain, the Company's President, and/or such other officer(s) as the President directs (each, an "**Officer**" and collectively, the "**Officers**") be, and they each hereby are, authorized and directed to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain relief for the Company under chapter 11 of title 11 of the United States Code;

**RESOLVED FURTHER** that the law firm of Lowenstein Sandler PC be employed as general bankruptcy counsel to the Company to represent and assist the Company in carrying out the Company's duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including without limitation, the preparation of pleadings and filings in any chapter 11 proceeding, and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of any chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Lowenstein Sandler PC;

**RESOLVED FURTHER**, that the Officers of the Company be, and they hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out the Company's duties under title 11 of the United States Code, and in connection



therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms;

**RESOLVED FURTHER**, that the Officers of the Company be, and they hereby are, authorized and empowered to obtain financing according to terms negotiated, or to be negotiated, by management of the Company, including without limitation a debtor-in-possession credit facilities or relating to the use of cash collateral, and to enter into any guarantees and to pledge and grant liens on the Company's assets as may be contemplated by or required under the terms of such debtor-in-possession financing or cash collateral agreements, and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and any ancillary documents related thereto;

**RESOLVED FURTHER**, that the Officers of the Company be, and they hereby are, authorized and empowered to take or cause to be taken any and all actions, execute and file any and all documents or pleadings, including but not limited to pleadings seeking court approval to sell all, substantially all, or specific assets of the Company pursuant to the applicable provisions of the title 11 of the United States Code, as may be appropriate in furtherance of a plan of reorganization;

**RESOLVED FURTHER**, that the Officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

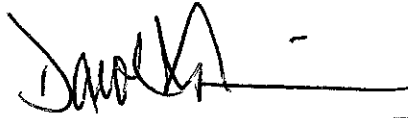
**RESOLVED FURTHER**, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the Board of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified;

**RESOLVED FURTHER** that the foregoing powers and authorizations shall continue in full force and effect until revoked in writing by the Board;

**RESOLVED FURTHER** that this certification may be executed by facsimile, telecopy or other reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[Signature page to follow.]

In certification of this Resolution of the Board, I do set my hand and seal this 12th day of  
October, 2011

A handwritten signature in black ink, appearing to read 'Darol Lain', is written over a horizontal line.

Name: Darol Lain

Title: President